

# BeterBed

holding

## Notice

### Extraordinary General Meeting Beter Bed Holding N.V.

15 November 2023  
at 10.00 hours CET

Rosarium  
Amsterdam , The Netherlands

Shareholders and other persons with voting rights of Beter Bed Holding N.V. (the "Company") are invited to attend the **Extraordinary General Meeting**, to be held on **Wednesday 15 November 2023** at **10.00 hours CET** at **Rosarium, Amstelpark 1, Europaboulevard, Amsterdam** (the Netherlands).

Further information regarding attendance and voting can be found below.

## Agenda

1. Opening
2. Recommended public offer
  - (a) Explanation of the recommended public offer by 959 B.V. for all issued and outstanding shares in the share capital of the Company
  - (b) Post-Closing Restructuring Resolutions
    - (i) Conditional Post-Closing Demerger restructuring (*voting item*)
    - (ii) Conditional Post-Closing Merger restructuring (*voting item*)
  - (c) Composition of the Supervisory Board
    - (i) Notice of three (3) conditional vacant positions on the Supervisory Board
    - (ii) Notification of the Supervisory Board of the names of the persons nominated for appointment
    - (iii) Conditional appointment of Mr H.J. Geerts (*voting item*)
    - (iv) Conditional appointment of Ms K.Y.M. de Kruiff (*voting item*)
    - (v) Conditional appointment of Mr A.L.J. Spek (*voting item*)
    - (vi) Conditional grant of full and final discharge to Mr B.E. Karis and Mrs M.C. Schipperheijn (*voting item*)
  - (d) Amendments to the articles of association
    - (i) Conditional amendment to the articles of association of the Company as per Settlement (*voting item*)
    - (ii) Conditional conversion and amendment to the articles of association of the Company as per Delisting (*voting item*)
3. Any other business
4. Closing

## Language, documents for the meeting

The Extraordinary General Meeting will be held in Dutch.

All documents for the meeting, including the agenda with explanatory notes and information required by law regarding, inter alia, the proposals to (i) conditionally amend the Company's articles of association as per Settlement, (ii) conditionally amend the Company's articles of association as per Delisting, (iii) conditionally approve the Post-closing Demerger restructuring, (iv) conditionally approve the Post-Closing Merger restructuring, (v) conditionally appoint Ms de Kruiff, Mr Geerts and Mr Spek as supervisory board members of the Company, and (vi) conditionally grant full and final discharge to Mr Karis and Mrs Schipperheijn as supervisory board members, are available for inspection on, and can be obtained free of charge from, the Company's website [www.beterbedholding.com/public-offer/](http://www.beterbedholding.com/public-offer/) and at the Company's offices (Linie 27, 5405 AR Uden, the Netherlands), as well as from ABN AMRO Bank N.V. ('ABN AMRO'), Gustav Mahlerlaan 10, 1082 PP in Amsterdam (The Netherlands). Copies of these documents can be digitally requested on working days at ABN AMRO (T: +31 (0)20 628 6070, E: [AVA@nl.abnamro.com](mailto:AVA@nl.abnamro.com)).

## Registration date

In accordance with applicable statutory provisions, those persons will be entitled to vote at and/or attend this Extraordinary General Meeting who on **18 October 2023**, after processing all additions and deletions as of that date (the 'registration date'), have those rights and are entered as such in the register or sub register designated for that purpose by the Management Board of the Company.

## Registration to vote

Shareholders wishing to attend the meeting can register to do so in writing from **19 October 2023** to no later than **8 November 2023, before 17.00 hours CET** via their intermediary or via ABN AMRO, through: [www.abnamro.com/evoting](http://www.abnamro.com/evoting). To that end the intermediary concerned is required to submit a statement to ABN AMRO no later than on **9 November 2023 by 13.00 hours CET** through [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary) stating the number of shares that the shareholder holds at the registration date and submitted for registration.

Holders of registered shares and holders of a pledge or right of usufruct on registered shares can communicate their intention to attend the meeting in writing to the Management Board of the Company at the aforesaid address from **19 October 2023** to no later than **8 November 2023, before 17.00 hours CET**. When registering, intermediaries are requested to list the full address of the shareholders in question. This ensures that the Company can efficiently verify their entitlement on the registration date.

Shareholders (including holders of registered shares) and holders of a pledge or right of usufruct on registered shares who have registered in accordance with the above procedure will receive proof of registration (by email or post from their bank), which will serve as admittance card for the meeting. Valid proof of identity may be required to be allowed to enter the meeting.

Only shareholders (including holders of registered shares) and holders of a pledge or right of usufruct or their proxy holders who registered to vote in accordance with the above procedure, are allowed to exercise their voting and meeting rights during the meeting.

### Voting by proxy

Shareholders who are unable to attend the meeting can submit an electronic proxy appointment, including a voting instruction to Mr C.A. Voogt, civil law notary in Amsterdam (or his substitute, deputy civil law notary at De Brauw Blackstone Westbroek), through [www.abnamro.com/evoting](http://www.abnamro.com/evoting) no later than **8 November 2023, before 17.00 hours CET**. Shareholders that do not have the opportunity to submit an electronic proxy appointment may also submit this proxy appointment in writing. The Management Board must, notwithstanding the above, have received the written proxy appointment no later than **8 November 2023, before 17.00 hours CET**.

Shareholders who have voted by electronic proxy with voting instruction will receive proof of voting from their bank.

### Registration and identification at the meeting

Registration for admission to the extraordinary meeting will take place from 09.00 hours CET until the start of the meeting at 10.00 hours CET. After this time registration is no longer possible. Persons entitled to attend the meeting may be asked for identification prior to being admitted by means of a valid identity document, such as a passport or driver's license.

The Company advises shareholders to regularly check the Company's website <https://www.beterbedholding.com/public-offer/> for any further updates. If necessary, all shareholders will be informed without undue delay through our website before the Extraordinary General Meeting dated 15 November 2023.

### Questions

Shareholders who have registered to vote and who have registered for admission can submit questions in writing with regard to the agenda items until **9 November 2023 before 17.00 hours CET**. These shareholders are invited to address any such questions to Bas Dekker, Company Secretary, by email [bas.dekker@beterbed.nl](mailto:bas.dekker@beterbed.nl) hereby including their name and number of shares held. These questions will be answered, possibly combined, during the meeting

Uden, 4 October 2023  
Beter Bed Holding N.V. / Management Board